

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2017)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	16,765	59,573	59,573
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	148,007	85,459	85,240
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	167,359	129,904	129,904
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	332,131	274,936	274,717	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	332,131	274,936	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	0	0	
	30 Total net assets or fund balances (see instructions)	332,131	274,936	
31 Total liabilities and net assets/fund balances (see instructions) .	332,131	274,936		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	332,131
2 Enter amount from Part I, line 27a	2	-62,313
3 Other increases not included in line 2 (itemize) ▶ _____	3	5,118
4 Add lines 1, 2, and 3	4	274,936
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	274,936

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PUBLICLY TRADED SECURITIES	P		
b FORTRESS INVESTMENT GROUP, LLC	P		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 116,541		92,015	24,526
b 396			396
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			24,526
b			396
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	24,922
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	104,670	382,044	0 273974
2015	94,954	504,961	0 188042
2014	82,636	516,907	0 159866
2013	91,989	578,562	0 158996
2012	80,955	292,631	0 276645

2 Total of line 1, column (d)	2	1 057523
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 211505
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	317,764
5 Multiply line 4 by line 3	5	67,209
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	177
7 Add lines 5 and 6	7	67,386
8 Enter qualifying distributions from Part XII, line 4	8	80,020

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	177
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	177
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	177
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	544
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	544
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	367
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 367 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ FL, VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	Yes	
14	The books are in care of ▶ <u>PAUL GOODWIN</u> Telephone no ▶ <u>(904) 280-1614</u>			

Located at ▶ 932 SPINNAKERS REACH DRIVE PONTE VEDRA BEACH FL ZIP+4 ▶ 32082

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
PAUL R GOODWIN 932 SPINNAKERS REACH DRIVE PONTE VEDRA BEACH, FL 32082	PRESIDENT 1 00	0	0	0
NINA P GOODWIN 932 SPINNAKERS REACH DRIVE PONTE VEDRA BEACH, FL 32082	VICE PRES 1 00	0	0	0
ROSS R GOODWIN 932 SPINNAKERS REACH DRIVE PONTE VEDRA BEACH, FL 32082	TREASURER 1 00	0	0	0
ELIZABETH A GOODWIN 932 SPINNAKERS REACH DRIVE PONTE VEDRA BEACH, FL 32082	SECRETARY 1 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. **0****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **0****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	160,627
b	Average of monthly cash balances.	1b	26,672
c	Fair market value of all other assets (see instructions).	1c	135,304
d	Total (add lines 1a, b, and c).	1d	322,603
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	322,603
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,839
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	317,764
6	Minimum investment return. Enter 5% of line 5.	6	15,888

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	15,888
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	177
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	177
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	15,711
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	15,711
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	15,711

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	80,020
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	80,020
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	177
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	79,843

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				15,711
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	67,023			
b From 2013.	63,355			
c From 2014.	57,263			
d From 2015.	69,821			
e From 2016.	85,568			
f Total of lines 3a through e.	343,030			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 80,020				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				15,711
e Remaining amount distributed out of corpus	64,309			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	407,339			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	67,023			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	340,316			
10 Analysis of line 9				
a Excess from 2013.	63,355			
b Excess from 2014.	57,263			
c Excess from 2015.	69,821			
d Excess from 2016.	85,568			
e Excess from 2017.	64,309			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
See Additional Data Table

◀ ▶

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	78,762
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	9,499	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	24,922	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	SWIFT CREEK PARTNERS, LLC - ORDINARY LOSS			18	-178	
b	FORTRESS INVESTMENT GROUP, LLC - OTHER PORTFOLIO INCOME			18	290	
c	FORTRESS INVESTMENT GROUP, LLC - OTHER INCOME			18	105	
d	SWIFT CREEK PARTNERS, LLC - NONPORTFOLIO STCL			18	-19,593	
e	SWIFT CREEK PARTNERS, LLC - NONPORTFOLIO LTCL			18	4,418	
12	Subtotal Add columns (b), (d), and (e). .		0		19,463	0
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		19,463

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-05-15 Date	***** Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
--

Paid Preparer Use Only	Print/Type preparer's name NANCY G COCHRAN	Preparer's Signature	Date 2018-05-07	Check if self-employed ☐	PTIN P00236906
	Firm's name ▶ SBK FINANCIAL INC				
	Firm's address ▶ 1001 HAXALL POINT SUITE 705 RICHMOND, VA 23219				
					Firm's EIN ▶ 36-4549119
					Phone no (804) 237-1700

Form 990PF Part XV Line 1b - List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

PAUL R GOODWIN

ROSS R GOODWIN

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF FLORIDA INC 4343 W FLAGLER STREET SUITE 400 CORAL GABLES, FL 331341585	NONE	PC	OPERATING PURPOSE	100
AVANT ARTS INC 1250 MCDUFF AVENUE S JACKSONVILLE, FL 322058030	NONE	PC	OPERATING PURPOSE	500
BEAM FOUNDATION 850 6TH AVENUE S SUITE 400 JACKSONVILLE BEACH, FL 32250	NONE	PC	OPERATING PURPOSE	100
BFI MINISTRIES160 COUNTY ROAD SULPHUR SPRINGS, TX 75482	NONE	PC	OPERATING PURPOSE	1,000
CITY RESCUE MISSION 426 SOUTH MCDUFF AVENUE JACKSONVILLE, FL 32254	NONE	PC	OPERATING PURPOSE	100
Total ▶ 3a				78,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CORNELL UNIVERSITY 130 E SENECA STREET SUITE 400 ITHACA, NY 14850	NONE	PC	OPERATING PURPOSE	10,000
EAST END HOSPICE 481 OLD RIVERHEAD ROAD WESTHAMPTON BEACH, NY 11978	NONE	PC	OPERATING PURPOSE	1,600
FUSE INNOVATION FUND 1402 THIRD AVENUE 406 SEATTLE, WA 98101	NONE	PC	OPERATION PURPOSE	500
GABRIEL HOUSE OF CARE 4599 WORRALL WAY JACKSONVILLE, FL 32224	NONE	PC	OPERATING PURPOSE	1,400
GLOBAL PARTNERSHIP FOR EDUCATION 1850 K STREET NW SUITE 625 WASHINGTON, DC 20006	NONE	PC	OPERATING PURPOSE	500
Total ► 3a				78,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GRACE CHURCH SCHOOL86 4TH AVE NEW YORK, NY 100035232	NONE	PC	OPERATING PURPOSE	522
HOSPICE CARE OF THE LOWCOUNTRY INC 7 PLANTATION PARK DR UNIT 4 BLUFFTON, SC 299106035	NONE	PC	OPERATING PURPOSE	200
HOUSING DEVELOPMENT CONSORTIUM OF SEATTLE-KING COUNTY 1402 3RD AVENUE SUITE 1230 SEATTLE, WA 981012116	NONE	PC	OPERATING PURPOSE	250
JACKSONVILLE SYMPHONY 300 WEST WATER STREET SUITE 200 JACKSONVILLE, FL 32202	NONE	PC	OPERATING PURPOSE	15,000
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019	NONE	PC	OPERATION PURPOSE	70
Total ► 3a				78,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NARAL PRO-CHOICE AMERICA 1156 15TH STREET NW SUITE 700 WASHINGTON, DC 20005	NONE	PC	OPERATING PURPOSE	2,200
PECONIC BAY MEDICAL CENTER 1300 ROANOKE AVENUE RIVERHEAD, NY 11901	NONE	PC	OPERATING PURPOSE	3,800
PLANNED PARENTHOOD 5978 POWERS AVE JACKSONVILLE, FL 32217	NONE	PC	OPERATING PURPOSE	2,000
PONTE VEDRA CULTURAL CENTER 50 EXECUTIVE WAY PONTE VEDRA BEACH, FL 32082	NONE	PC	OPERATING PURPOSE	1,510
QUOGUE FIRE DEPT117 JESSUP AVENUE QUOGUE, NY 11959	NONE	PC	OPERATING PURPOSE	150
Total ► 3a				78,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
QUOGUE HISTORICAL SOCIETY 114 JESSUP AVENUE QUOGUE, NY 11959	NONE	PC	OPERATING PURPOSE	50
QUOQUE JUNIOR THEATER TROUPE BOX 427 QUOGUE, NY 11959	NONE	PC	OPERATING PURPOSE	3,100
RED SNEAKER FOR OAKLEY INC 235 POTTER ROAD WEST PALM BEACH, FL 334053360	NONE	PC	OPERATING PURPOSE	100
REED COLLEGE 3203 SOUTHEAST WOODSTOCK BOULEVARD PORTLAND, OR 972028199	NONE	PC	OPERATING PURPOSE	5,000
RITA FOUNDATION 9701 RICHMOND AVENUE SUITE 122 HOUSTON, TX 770424622	NONE	PC	OPERATING PURPOSE	1,520
Total ► 3a				78,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEATTLE ARTS AND LECTURES INC 340 15TH AVENUE E SUITE 301 SEATTLE, WA 981125156	NONE	PC	OPERATING PURPOSE	500
ST JUDES CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PC	OPERATING PURPOSE	50
THE BONE MARROW FOUNDATION 515 MADISON AVE 1130 NEW YORK, NY 10022	NONE	PC	OPERATING PURPOSE	150
THE LEUKEMIA & LYMPHOMA SOCIETY 3 INTERNATIONAL DRIVE SUITE 200 RYE BROOK, NY 10573	NONE	PC	OPERATING PURPOSE	300
UNIVERSITY OF KENTUCKY WILLIAM B STURGILL PHILANTHROPY BUILDING LEXINGTON, KY 405060015	NONE	PC	OPERATING PURPOSE	500
Total ► 3a				78,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF MICHIGAN 500 S STATE STREET ANN ARBOR, MI 48109	NONE	PC	OPERATING PURPOSE	250
UNIVERSITY OF NORTH FLORIDA FOUNDATION 1 UNF DR HICKS HALL BUILDING 53 SUITE 2900 JACKSONVILLE, FL 32224	NONE	PC	OPERATING PURPOSE	11,000
WORLD AFFAIRS COUNCIL OF JACKSONVILLE 100 FESTIVAL PARK AVE JACKSONVILLE, FL 32202	NONE	PC	OPERATING PURPOSE	11,925
GREATER SEATTLE BUREAU OF FEARLESS IDEAS PO BOX 30764 SEATTLE, WA 981130764	NONE	PC	OPERATING PURPOSE	1,500
PHINNEY NEIGHBORHOOD ASSOCIATION 6532 PHINNEY AVENUE N SEATTLE, WA 981035234	NONE	PC	OPERATING PURPOSE	1,315
Total ► 3a				78,762

TY 2017 Accounting Fees Schedule**Name:** WINGOOD FOUNDATION

C/O PAUL GOODWIN

EIN: 54-1868333**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SBK FINANCIAL, INC	2,215	1,108		1,108

TY 2017 General Explanation Attachment**Name:** WINGOOD FOUNDATION

C/O PAUL GOODWIN

EIN: 54-1868333**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	CONTROLLED ENTITY	FORM 990-PF, PART VII-A, LINE 11	SWIFT CREEK PARTNERS, LLC876 BROADWAY NEW YORK, NY 10003EIN 52-2348878THIS CONTROLLED ENTITY IS NOT AN EXCESS BUSINESS HOLDING BECAUSE AT LEAST 95% OF THE GROSS INCOME OF THE LLC IS FROM PASSIVE SOURCES

TY 2017 Investments Corporate Stock Schedule**Name:** WINGOOD FOUNDATION

C/O PAUL GOODWIN

EIN: 54-1868333

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4,000 SHS - PIONEER FLOATING RATE TR	51,215	45,880
3,000 SHS - HERCULES TECH GROWTH CAP INC	34,244	39,360

TY 2017 Investments - Other Schedule

Name: WINGOOD FOUNDATION

C/O PAUL GOODWIN

EIN: 54-1868333

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SWIFT CREEK PARTNERS, LLC	AT COST	129,904	129,904

TY 2017 Legal Fees Schedule

Name: WINGOOD FOUNDATION
C/O PAUL GOODWIN

EIN: 54-1868333

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PURCELL FLANAGAN HAY & GREENE	300	150		150

TY 2017 Other Expenses Schedule**Name:** WINGOOD FOUNDATION

C/O PAUL GOODWIN

EIN: 54-1868333**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FORTRESS INVESTMENT GROUP, LLC - PORTFOLIO DEDUCTIONS	6	6		0
BANK FEES	150	150		0

TY 2017 Other Income Schedule**Name:** WINGOOD FOUNDATION

C/O PAUL GOODWIN

EIN: 54-1868333**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SWIFT CREEK PARTNERS, LLC - ORDINARY LOSS	-178	-178	-178
FORTRESS INVESTMENT GROUP, LLC - OTHER PORTFOLIO INCOME	290	290	290
FORTRESS INVESTMENT GROUP, LLC - OTHER INCOME	105	105	105
SWIFT CREEK PARTNERS, LLC - NONPORTFOLIO STCL	-19,593	-19,593	-19,593
SWIFT CREEK PARTNERS, LLC - NONPORTFOLIO LTCL	4,418	4,418	4,418

TY 2017 Other Increases Schedule**Name:** WINGOOD FOUNDATION

C/O PAUL GOODWIN

EIN: 54-1868333**Description****Amount**

PARTNERSHIP BOOK ADJUSTMENT

5,118

TY 2017 Taxes Schedule

Name: WINGOOD FOUNDATION
C/O PAUL GOODWIN

EIN: 54-1868333

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	113	113		0